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Listing of Claims:

The listing of the claims which follows replaces any and all prior versions and/or listings of the claims in the application.

1. (Previously Amended) A compound represented by Formula Ia

$$(R^{12})_{0-2}$$
 Y_1 M Y_2 M Y_2 M Y_3 M Y_4 M Y_5 M Y_5 M Y_6 M Y_8 M Y_8 M Y_8 M Y_9 M M Y_9 M Y_9 M Y_9 M Y_9 M Y_9 M Y_9 M M Y_9 M Y_9 M Y_9 M Y_9 M Y_9 M Y_9 M M Y_9 M Y_9 M Y_9 M Y_9 M Y_9 M Y_9 M M Y_9 M Y_9 M Y_9 M Y_9 M Y_9 M Y_9 M M Y_9 M Y_9 M Y_9 M Y_9 M Y_9 M Y_9 M M Y_9 M Y_9 M Y_9 M Y_9 M Y_9 M Y_9 M M Y_9 M Y_9 M Y_9 M Y_9 M Y_9 M Y_9 M M Y_9 M Y_9 M Y_9 M Y_9 M Y_9 M Y_9 M M Y_9 M X_9 M X_9 M X_9 M X_9 M X_9 M M X_9 M X_9 M X_9 M X_9 M X_9 M X_9 M M X_9 M X_9 M X_9 M X_9 M X_9 M X_9 M M X_9 M X_9 M X_9 M X_9 M X_9 M X_9 M

or a pharmaceutically acceptable salt thereof, wherein:

n and m are each independently 0, 1 or 2;

K is selected from NR3;

L is selected from $C(R^5)(R^6)$;

 $\label{eq:Xisabond} X \text{ is a bond, } -C(O), -N(R^{14})\text{--}, -N(R^{14})\text{--}C(O)\text{--}, -C(O)\text{--}N(R^{14})\text{--}, \\ \text{or } -N(R^{14})\text{--}C(O)\text{--}NH\text{--};$

R1 is selected from the group consisting of:

- (1) C₁-6alkyl,
- (2) C2-6alkenyl,
- (3) C2-6akynyl,
- (4) C3-6cycloalkyl,
- (5) C₁-6alkoxy,
- (6) C_{1-6} alkyl- $S(O)_{k-}$, wherein k is 0, 1 or 2,
- (7) aryl,
- (8) aryl C₁-6alkyl,
- (9) HET,
- (10) -C₁-6alkyl-HET,

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- (11) aryloxy,
- (12) aroyloxy,
- (13) aryl C₂-6alkenyl,
- (14) aryl C₂-6alkynyl,
- (15) hydrogen,
- (16) hydroxyl, and
- (17) cyano,

wherein items (1) to (6) above and the alkyl portions of items (8) and (10) above and the alkenyl portion of item (13) above and the alkynyl portion of item (14) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, oxo, OR^{13} , $N(R^{14})_2$, C_{3-6} 6cycloalkyl and C_{1-6} alkyl- $S(O)_{k-}$, wherein k is 0, 1 or 2, and

wherein items (7), (9), (11) and (12) above and aryl portion of items (8), (13) and (14) above and the HET portion of item (10) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OR^{13} ,
- (c) $N(R^{14})_2$,
- (d) C₁₋₆alkyl,
- (e) C₂₋₆alkenyl,
- (f) C₂₋₆akynyl,
- (g) C_{1-6} alkyl- $S(O)_k$ -, wherein k is 0, 1 or 2,
- (h) aryl
- (i) $aryl-S(O)_k$ -, wherein k is 0, 1 or 2,
- (j) HET,
- (k) aryl C₁-6alkyl,
- (l) aroyl,
- (m) aryloxy,
- (n) aryl C₁-6alkoxy,
- (o) CN and
- (p) C3-6cycloalkyl,

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wherein items (d) to (g) and (p) above and the alkyl portions of item (k) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR13 and N(R14)2, and

wherein items (h), (i), (j), (l) and (m) above and the aryl portions of items (k) and (n) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and C₁₋₄alkyl,

R¹⁰ is selected from the group consisting of:

- (1) phenyl,
- (2) benzyl, and
- HET, wherein HET is a 5-membered aromatic or non-aromatic (3) monocyclic ring containing 1-3 heteroatoms selected from O, S and N,

wherein groups (1) to (3) above are optionally substituted with 1 to 3 substituents independently selected from the group consisting of:

- (a) halo,
- C₁-4alkyl, optionally substituted with hydroxy or 1 to 3 halo (b)

groups,

- C₁₋₄alkoxy, optionally substituted with 1 to 3 halo groups, (c)
- NH₂, (d)
- hydroxy, and (e)
- phenyl or benzyl; (e)

R⁶ is hydrogen,

R³ and R⁵ are joined together to form a double bond;

R⁷ is selected from the group consisting of:

- **(1)** hydrogen,
- OR13, (2)
- C₁-4alkyl, (3)
- aryl and **(4)**
- aryl C₁₋₄alkyl, (5)

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wherein item (3) above and the alkyl portion of item (5) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{13} and $N(R^{14})_2$, and

wherein item (4) above and the aryl portion of item (5) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OR^{13} ,
- (c) $N(R^{14})_2$,
- (d) C₁₋₆alkyl,
- (e) C₂₋₆alkenyl and
- (f) C2-6akynyl,

wherein items (d) to (f) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{13} and $N(R^{14})_2$;

Y₁ is hydrogen,

Y₂ is CF₃;

each R¹¹, R¹² and R¹⁶ is independently selected from the group consisting of:

- (1) hydrogen,
- (2) halo,
- (3) C₁₋₆alkyl,
- (4) C₂₋₆alkenyl,
- (5) C₁₋₆alkoxy and
- (6) hydroxy,

wherein items (3) to (5) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{12} , $N(R^{13})_2$ and C_{1-6} alkyl- $S(O)_k$ -, wherein k is 0, 1 or 2, and

each R^{13} and R^{14} is independently selected from the group consisting of hydrogen and C_{1-4} 4alkyl, optionally substituted from one up to the maximum number of substitutable positions with halo.

2-3. (Previously Canceled)

- 4. (Original) A compound according to Claim 1 wherein R¹ is phenyl or pyridyl said phenyl or pyridyl or optionally mono or di-substituted with a substituent independently selected from the group consisting of:
 - (a) halo,
 - (b) OCH_3 ,
 - (d) CH3,
 - (e) CN.

5-10. (Previously Canceled)

11. (Previously Amended) A compound according to Claim 1 wherein

X is a bond, -C(O), $-N(R^{14})$ -, $-N(R^{14})$ -C(O)-, -C(O)- $N(R^{14})$ -, $-N(R^{14})$ -C(O)-NH-;

Y₁ is hydrogen;

R1 is phenyl, optionally mono or di-substituted with halo;

R⁷ is methyl;

R11 is hydrogen;

R12 is hydrogen;

R14 is hydrogen or methyl; and

R16 is hydrogen.

12. (Previously Amended) A compound according to Claim 1 of Formula Ib

Ιb

wherein:

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m is 0 or 1,

n is 0 or 1,

R¹ is phenyl, optionally mono or di-substituted with halo; and

R¹⁶ and each R¹¹ are independently selected from the group consisting of:

- (1) hydrogen,
- (2) halo,
- (3) methyl,
- (4) methoxy, and
- (5) hydroxy.
- 13. (Original) A compound according to Claim 12 wherein Y_1 , R^{11} and R^{16} are each hydrogen.
 - 14. (Previously Amended) A compound according to Claim 12 of Formula Ic:

wherein

n is 0 or 1, and

R1 is phenyl, optionally mono or di-substituted with halo.

15-19. (Previously Canceled).

- 20. (Previously Amended) The compound according to Claim 1 wherein X is a bond and R^{10} is HET, wherein HET is a 5-membered aromatic or non-aromatic monocyclic ring containing 1-3 heteroatoms selected from O, S and N.
- 21. (Original) The compound according to Claim 20 wherein HET is selected from oxazolyl and imidazolyl.
 - 22. (Currently Amended) A compound selected from the group consisting of:

1	CF ₃ N N O
2	CF ₃ HN O HN O
3	CF ₃ CF ₃ HN
4	CF ₃
5	CF ₃ HN O

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6	CF ₃ HN O HN F
7	CF ₃
	F
8	CF ₃
9	F CF ₃
	N HN O
10	F CF ₃ HN
	F

11	CF ₃ H H CF ₃ CI
12	CF ₃ HN Br
13	CF ₃
14	CF ₃ HN O F F
15	CF ₃ HN O F

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16	CF ₃
17	CF ₃ HN CI
18	CF ₃ HN CF ₅
19	CF ₃
20	CF ₃

21	CF ₃ HN NH ₂
22	CF ₃ HINO HINO HINO HINO HINO HINO HINO HINO
23	CF ₃ HN O HN F
24	CF ₃ HN F F F F F F F F F F F F F F F F F F
25	CF ₃

26	CF ₃ HN F
27	CF ₃ HN CI
28	CF ₃ HN O HN O
29	CF ₃ HN O HN O
30	CF ₃ HN OH

21	0F
31	CF ₃ HIII OH
32	CF ₃
33	E C C C
34	CF ₃
35	CF ₃ HN OH

36	CF ₃
37	CF ₃ HN FF F
38	CF ₃ HN OFF F F
39	F CF3 HN C HN C OH
40	CF ₃

	OF
41	CF ₃
	N N N N
	F
42	CF ₃
	N S S
	F
43	CF ₃
	N H O N
	F
44	CF ₃
	N H N
	F
45	CF ₃
	N N N N N N N N N N N N N N N N N N N
	F

46	CF ₃
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	N ² W W
	F
47	CF ₃
	N H
	F
48	CF ₃
	N _N OII
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49	CF ₃
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	F
50	CF ₃
	N N N N N N N N N N N N N N N N N N N
	F F

51	CF ₃
	F
52	CF ₃
53	F CF ₃
	N NH ₂
54	F CF ₃ H N N N N N N N N N N N N N N N N N N
55	F CF ₃ H N N N N N N N N N N N N N N N N N N

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65	CF ₃
66	CF ₃
67	CF ₃
68	CF ₃
69	CF ₃

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75	CF ₃ NH OF SECON
76	CF. S.
77	CF ₃ H= N-S
78	CF ₃
79	CF ₃ NH NH F

80	CF ₃
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	N NH NH
	O N H
	F
81	CF ₃
	N/NH NH
	H O'S N' W
	F
104	F CO ₂ Me
	N CO ₂ Me
	H
	F
105	CF ₃
	""CO Mo
	N H CO ₂ Me
	N H
	F
106	CF ₃
	N, HN
	F .

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107	CF ₃
	H H O
	HN O
	CF ₃
108	F CF ₃
	NN HN CF3
	CF ₃
109	F CF ₃
107	,
	N HIN O
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110	CF ₃
	N H IN O
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112	CF ₃
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122	CF ₃
123	CF ₃
124	CF ₃
125	CF ₃
126	CF ₃

127	CF ₃
128	CF ₃
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129	CF ₃
130	É CF ₃
	NN NH NH
131	CF ₃

132	CF ₃
133	CF ₃
134	CF ₃
135	CF ₃
136	CF ₃
137	CF ₃

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23. (Original) A pharmaceutical composition comprising a compound according to Claim 1 in combination with a pharmaceutically acceptable carrier.

24. (Currently Canceled)

25-28. (Previously Canceled)

29. (Original) A compound according to Claim 1 of Formula Id

Id

or a pharmaceutically acceptable salt thereof, wherein

 R^{10} is a 5-membered aromatic or non-aromatic mono-cyclic ring containing 1-3 heteroatoms selected from O, S, and N, and

 R^{10} is mono-substituted with phenyl, wherein phenyl is optionally substituted with 1-3 substituents independently selected from halo, C_{1-4} alkyl and C_{1-4} alkoxy.

30. (Original) The compound according to Claim 29 wherein R^{10} is oxazolyl, oxadiazolyl or thiazolyl.

31. (Previously Canceled)